

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

)
) Chapter 15
)

ARALCO S.A. - Indústria e Comércio, et. al.,

) Case No. 15-10419 (REG)
) Jointly Administered
)

Debtors in Foreign Proceedings.

**ORDER PURSUANT TO FEDERAL RULES OF BANKRUPTCY PROCEDURE
2002 (m) AND (q) AND 9007 SCHEDULING HEARING AND SPECIFYING
FORM AND MANNER OF SERVICE OF NOTICE**

Upon the filing of the Application,¹ the Petitioner, in his capacity as Foreign Representative in respect of the Brazilian Bankruptcy Proceedings, requests entry of an order (i) scheduling a hearing on the relief sought in the Petition, which was filed on February 25, 2015, and (ii) specifying the form and manner of service of notice thereof; it is hereby

ORDERED, that the Recognition Hearing shall be held before this Court in Room 523 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York, on April 28, 2015 at 9:45 a.m. (New York time); and it is further

ORDERED, that the form of Recognition Hearing Notice annexed hereto is hereby approved; and it is further

ORDERED, that the notice requirements set forth in section 1514(c) of the Bankruptcy Code are inapplicable in the context of this chapter 15 case or are hereby waived; and it is further

ORDERED, except as otherwise set forth in this Order, that copies of Notice Documents

¹ Any capitalized term not otherwise defined herein shall have the meaning ascribed to such term in the Application Pursuant to Federal Rules of Bankruptcy Procedure 2002(m) and (q) and 9007 for Order Scheduling Hearing and Specifying Form and Manner of Service of Notice (the "Application").

shall be served by United States mail, first-class postage prepaid, upon the Chapter 15 Notice Parties on or before March 8, 2015; and it is further

ORDERED, that copies of the Notice Documents shall be provided to the Indenture Trustee with instructions to forward the Notice Documents on behalf of the Petitioner to the DTC and to instruct the DTC to disseminate the Notice Documents to the Noteholders according to the DTC's customary practices on or before March 8, 2015; and it is further

ORDERED, that the Petitioner shall cause the Recognition Hearing Notice to be published on or before March 8, 2015, in The Wall Street Journal (National Edition); and it is further

ORDERED, that responses or objections, if any, to the Petition shall be made in writing and shall set forth the basis therefor, and such responses or objections must be (i) filed electronically with the Court on the Court's electronic case filing system in accordance with and except as provided in General Order M-399 and the Court's Procedures for the Filing, Signing and Verification of Documents by Electronic Means (copies of each of which may be viewed on the Court's website at www.nysb.uscourts.gov) (and otherwise, on a compact disc (CD), preferably in Portable Document Format (PDF), Word Perfect or any other Windows-based word processing format, which CD shall be sent to the Office of the Clerk of the Court, One Bowling Green, New York, New York 10004-1408), and a hard copy of such response or objection to be sent to the Chambers of the Honorable Robert E. Gerber, United States Bankruptcy Judge, and (ii) served upon WHITE & CASE LLP, Southeast Financial Center 200 South Biscayne Blvd., Suite 4900 Miami, Florida 33131 (Attn: John K. Cunningham, Esq. and Richard S. Kebrdle, Esq.) counsel to the Petitioner, so as to be received on or before April 8, 2015 at 4:00 p.m. (New York time); and it is further

ORDERED, that service pursuant to this Order shall be good and sufficient service and adequate notice of the Recognition Hearing.

Dated: New York, New York
March 4, 2015

s/Robert E. Gerber
UNITED STATES BANKRUPTCY JUDGE

Exhibit A

Recognition Hearing Notice

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

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) Chapter 15

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ARALCO S.A. - Indústria e Comércio, et. al.,

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) Case No. 15-10419 (REG)

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Debtors in Foreign Proceedings.

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**NOTICE OF FILING AND HEARING ON PETITION UNDER CHAPTER 15
OF THE UNITED STATES BANKRUPTCY CODE AND
MOTION FOR RELATED RELIEF**

PLEASE TAKE NOTICE that on February 25, 2015, Ricardo Costa Villela (the “Petitioner” or “Foreign Representative”), in his capacity as the foreign representative of ARALCO S.A. - Indústria e Comércio (“Aralco”) and certain of Aralco’s affiliates (such affiliates, together with Aralco, the “Debtors”), in respect of voluntary reorganization proceedings (the “Brazilian Bankruptcy Proceedings”) concerning the Debtors, which are currently pending before the Second Civil Court of Araçatuba (the “Brazilian Bankruptcy Court”), pursuant to Federal Law No. 11.101 of February 9, 2005 under the laws of the Federative Republic of Brazil (“Brazil”) filed the Petition² pursuant to chapter 15 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”), with the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”).

PLEASE TAKE FURTHER NOTICE that, among other things, the Petitioner seeks the entry of an order (i) recognizing the Brazilian Bankruptcy Proceedings as foreign main proceedings pursuant to sections 1515 and 1517 of the Bankruptcy Code and (ii) granting related relief pursuant to sections 105(a), 1507(a), 1509, 1520(a) and 1521 of the Bankruptcy Code, giving full force and effect to the Brazilian Bankruptcy Plan and Brazilian Confirmation Order.

PLEASE TAKE FURTHER NOTICE that the Bankruptcy Court has scheduled a hearing (the “Recognition Hearing”) to consider the relief requested in the Petition for **9:45 a.m. (New York time) on April 28, 2015** in Room 523 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York.

Copies of the Petition and all accompanying documentation are available to parties in interest on the Bankruptcy Court’s Electronic Case Filing System, which can be accessed from the Bankruptcy Court’s website at <http://www.nysb.uscourts.gov> (a PACER login and password

² Any capitalized term not otherwise defined herein shall have the meaning ascribed to such term in the *Application Pursuant to Federal Rules of Bankruptcy Procedure 2002(m) and (q) and 9007 for Order Scheduling Hearing and Specifying Form and Manner of Service of Notice* (the “Application”).

are required to retrieve a document) or upon written request to the Petitioner's counsel (including by facsimile or e-mail) addressed to:

WHITE & CASE LLP
Southeast Financial Center
200 South Biscayne Blvd., Suite 4900
Miami, Florida 33131
Telephone: (305) 371-2700
Facsimile: (305) 358-5744

Attn: John K. Cunningham, Esq.
Richard S. Kebrdle, Esq.

PLEASE TAKE FURTHER NOTICE that any party in interest wishing to submit a response or objection to the Petition or the relief requested therein must do so in writing and in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and the Local Rules for the United States Bankruptcy Court for the Southern District of New York, setting forth the basis therefor, which response or objection must be filed electronically with the Court on the Court's electronic case filing system in accordance with and except as provided in General Order M-399 and the Court's Procedures for the Filing, Signing and Verification of Documents by Electronic Means (copies of each of which may be viewed on the Court's website at www.nysb.uscourts.gov) (and otherwise, on a compact disc (CD), preferably in Portable Document Format (PDF), Word Perfect or any other Windows-based word processing format, which CD shall be sent to the Office of the Clerk of the Court, One Bowling Green, New York, New York 10004-1408). A hard copy of any response or objection shall be sent to the Chambers of the Honorable Robert E. Gerber, United States Bankruptcy Judge, One Bowling Green, New York, New York 10004-1408 and served upon White & Case LLP (Attn: John K. Cunningham, Esq. and Richard S. Kebrdle, Esq.), counsel to the Petitioner, so as to be **received by no later than 4:00 p.m. (New York time), April 8, 2015.**

PLEASE TAKE FURTHER NOTICE that all parties in interest opposed to the Petition or the request for relief contained therein must appear at the Recognition Hearing at the time and place set forth above.

PLEASE TAKE FURTHER NOTICE that, at the Recognition Hearing, the Court may order the scheduling of a case management conference to consider the efficient administration of the case.

PLEASE TAKE FURTHER NOTICE that if no response or objection is timely filed and served as provided above, the Court may grant the relief requested in the Petition without further notice.

PLEASE TAKE FURTHER NOTICE the Recognition Hearing may be adjourned from time to time without further notice other than an announcement in open court, or a notice of adjournment filed with the Court, of the adjourned date or dates at the hearing or any other further adjourned hearing.

Dated: New York, New York
March 8, 2015

WHITE & CASE LLP

By: _____
John K. Cunningham
Southeast Financial Center
200 South Biscayne Blvd., Suite 4900
Miami, Florida 33131
(305) 371-2700

*Attorneys for Ricardo Villela as the
Petitioner and Foreign Representative*